

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
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	Chapter 11 Case No.
	09-50026 (REG)
	(Jointly Administered)

**ORDER PURSUANT TO 11 U.S.C. § 365
OF THE BANKRUPTCY CODE TO REJECT LEASE OF
NONRESIDENTIAL REAL PROPERTY WITH MTECH ASSOCIATES, LLC**

Upon the motion, dated November 12, 2009 (the “**Motion**”)¹, of Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and its affiliated debtors, as debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to section 365(a) of title 11, United States Code (the “**Bankruptcy Code**”), for entry of an order authorizing the Debtors to reject certain executory contracts and leases of nonresidential real property, all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and a hearing having been held on November 9, 2010 (the “**Hearing**”) to consider the Motion; and upon the record of the Hearing and all of the proceedings had before the Court; and the Court having reviewed the Motion and the objections thereto filed by MTech Associates, LLC (the “**MTech Objection**”) and having fully reviewed and considered the MTech Objection; and upon all of the pleadings filed in connection with the Motion, the record of the Hearing and upon the decision (the “**Decision**”) of the Court as stated on the record of the Hearing; and after due

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

deliberation and sufficient cause appearing therefor, it is:

ORDERED that pursuant to section 365 of the Bankruptcy Code and Bankruptcy Rules 6006 and 9014, the rejection of the lease of nonresidential real property dated as of August 28, 1986, by and between MTech Associates, LLC and MLC, and all related agreements, amendments and supplements (collectively, the “**Lease**”) thereto is hereby authorized and approved, and the lease is rejected, effective as of October 31, 2009; and it is further

ORDERED that MTech Associates, LLC shall have until **5:00 p.m. (Eastern Time)** on the date that is **thirty (30) days** after service of this Order to file a proof of claim with respect to any claim for damages arising from the rejection of the Lease; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: ***December 13, 2010***
New York, New York

/s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE